

LaMonica Herbst & Maniscalco, LLP  
3305 Jerusalem Avenue  
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516. 826.6500  
Gary F. Herbst, Esq.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

GLOBAL CONTAINER LINES LTD., et al.,

Case Nos. 09-78585-AST  
09-78584-AST  
09-78589-AST  
09-78586-AST  
09-78587-AST  
09-78588-AST  
09-78590-AST

(Jointly Administered)

Debtors.  
-----X

**APPLICATION FOR ORDER APPROVING RETENTION OF  
LAMONICA HERBST & MANISCALCO, LLP AS ATTORNEYS FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

TO THE HONORABLE ALAN S. TRUST,  
UNITED STATES BANKRUPTCY JUDGE:

The Official Consolidated Committee of Unsecured Creditors (the “Committee”), appointed in the Chapter 11 cases of Global Container Lines Ltd., *et al.*, (the “Debtors”), by and through its members, hereby submits this application (the “Application”) for the entry of an Order authorizing and approving the retention of LaMonica Herbst & Maniscalco, LLP (“LH&M”) as attorneys for the Committee, respectfully represents and alleges:

1. On November 10, 2009 (the “Filing Date”), each of the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the Bankruptcy Court for the Eastern District of New York (the “Court”).

2. The Debtors have been authorized to remain in possession of their property and to

continue the operation and management of their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. By Order dated November 17, 2009, the Court authorized the joint administration of the Debtors' Chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

4. On December 29, 2009, the United States Trustee appointed three (3) entities to the Committee, pursuant to Section 1102(a)(1) of the Bankruptcy Code, to represent the interests of the unsecured creditors of the Debtors' estates. Thereafter, the Committee selected LH&M as counsel to represent the Committee in these Chapter 11 cases.

5. Pursuant to this Application, the Committee seeks authority to retain LH&M as its counsel regarding all matters related to the Debtors' Chapter 11 cases.

6. The Committee selected LH&M because of its extensive experience and knowledge of bankruptcy matters, including international maritime bankruptcy cases, and believes LH&M is well qualified to represent the Committee in all phases and aspects of these Chapter 11 cases.

7. Accordingly, the Committee requests that LH&M be retained as attorneys for the Committee, so that the Committee may properly fulfill its role and duties under the Bankruptcy Code in these cases.

8. To the best of the Committee's knowledge, LH&M has no connection with the Debtors' creditors or any other party in interest or their respective attorneys, except as set forth in the attached affidavit of Gary F. Herbst, Esq. (the "Affidavit"), a member of LH&M. Additionally, LH&M represents no interest adverse to the Debtors or their estates, or any other person or entity in the matters with respect to which LH&M is being retained by the Committee, except as set forth in the attached Affidavit.

9. Furthermore, LH&M is a “disinterested person” as that term is defined in §101(14) of the Code in that said firm:

(a) is not a creditor, an equity security holder, or an insider;

(b) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and

(c) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. §101(14).

10. Based upon the foregoing, the Committee submits that the retention of LH&M is not only necessary but also in the best interests of the Committee, the unsecured creditors and these estates.

11. LH&M will be paid compensation and reimbursement of expenses only upon proper application therefor and pursuant to an Order of this Court.

12. No prior application for the relief sought herein has been previously made to this or any other court.

**WHEREFORE**, the Committee respectfully requests the entry of the annexed Order authorizing the retention of LaMonica Herbst & Maniscalco, LLP as attorneys for the Committee, and that the Court grant such other and further relief as may be deemed just and proper.

Dated: Wantagh, New York  
January 7, 2010

Blue Sea Capital

By: /s/ Matthew McCleery  
Matt McCleery, President

Briarcliffe Ltd.

By: /s/ R. Kenneth Barnard  
Attorney for Briarcliffe, Ltd.

Key Equipment Finance, Inc.

By: /s/ Richard B. Saulsbery  
Richard B. Saulsbery, Designated Signer

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**AFFIDAVIT IN SUPPORT OF APPLICATION APPROVING  
EMPLOYMENT OF LAMONICA HERBST & MANISCALCO, LLP AS  
ATTORNEYS FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS**

STATE OF NEW YORK     )  
                                  ) SS.:  
COUNTY OF NASSAU     )

Gary F. Herbst, Esq., being duly sworn, deposes and says:

1. I am a member of the firm of LaMonica Herbst & Maniscalco, LLP (“LH&M”), with offices located at 3305 Jerusalem Avenue, Wantagh, New York 11793. I have been duly admitted to practice law before this Court and the courts of the State of New York.

2. LH&M does not represent any creditors or any other party in interest or their respective attorneys in any matter adverse to the Debtors, the Committee, the creditors or the estates.

3. Moreover, neither LH&M nor I represent or hold any interest adverse to the Debtors, the Committee, the creditors or the estates in the matters upon which LH&M is to be engaged.

4. LH&M is a “disinterested person” as that term is defined in §101(14) of the Bankruptcy Code, in that the firm:

(a) is not a creditor, an equity security holder, or an insider;

(b) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and

(c) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. §101(14).

5. The hourly rates for the attorneys, legal assistants and para-professionals of LH&M range from one hundred twenty-five (\$125.00) dollars to four hundred and seventy-five (\$475.00) dollars per hour.

/s/ Gary F. Herbst  
Gary F. Herbst, Esq.

Sworn to before me this  
7th day of January 2010

/s/ Adam P. Wofse  
Notary Public, State of New York  
Qualified in Nassau County  
Commission Expires 11-13-2013

*M:\Documents\Company\Cases\Global Container Lines Ltd et al.,\Retentions\Application and Affidavit re LHM Retention.wpd*